

408/08/2014 04:22 PM EDT

Version 7.0.2 Page 375 of

U.S. Courts
Trial Balance of Treasury Registry Fund

Case Number		Case Title		Case Balance				First Case		Last Case			
Party Num	Party Name	Debt Type	Current Balance	First Trans Date	Last Trans Date	Document Type/Number	Transaction Amount	Payee	Trans Date	Trans Amt	Depository	Acct Type	Acct Number
DTXS897BK044979 DANE / LINDA ISENMANN													
001	UNKNOWN PARTY	DTX TREASURY REGISTRY	890.83	02/28/2010	02/28/2010	CK 33902	890.83	DEVLIN AND PIGNUOL R S LANGHAM	02/28/2010	890.83	Treasury	T	604700
DTXS897BK045235 UNCL FUNDS													
001	UNKNOWN PARTY	DTX TREASURY REGISTRY	5,277.60	02/28/2010	02/28/2010	CK 33913	5,277.60	FASHION BUG SEARS BANKRUPTCY R	02/28/2010	5,277.60	Treasury	T	604700
DTXS897BK045906 OLYMPIC GAS MARKETING INC													
001	OLYMPIC GAS MARKE	TREASURY REGISTRY	1,940.74	02/28/2010	01/06/2011	PQ 11467900483	1,730.41	AMERICAN HUNTER EN AVISTA ENERGY INC COENERGY TRADING C DILKS AND KNOPIK A ENRON NORTH AMERIC H AND N GAS LTD HILCORP ENERGY COM KCS ENERGY MARKETI MAUN AND SIMON STATE OF FLORIDA D TOTAL GAS AND POWE VITOLO GAS AND ELE	01/06/2011	1,730.41	Treasury	T	604700
DTXS897BK047338 JOHN/JANET HELM													
001	UNKNOWN PARTY	DTX TREASURY REGISTRY	1,708.60	02/28/2010	02/28/2010	CK 33945	1,708.60	SOUTHWESTERN BELL SUMMIT REPORTING S WILLIAM M HIXILON	02/28/2010	1,708.60	Treasury	T	604700
DTXS897BK047486 UNCL FUNDS													
001	THE INSTITUTE OF	TREASURY REGISTRY	1,435.28	02/28/2010	11/18/2010	PQ 11467900223	32.00	CHARLES GUY MEDLOC DAVID MCCARTHY P C CONNECTIONS IN PATRICK STRASBURGE PRO STAFF RENEE HERRERA SOCIAL SECURITY-EM TEXAS WORKFORCE CO	11/18/2010	32.00	Treasury	T	604700

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:50 PM 09/30/2008
FILED 05:50 PM 09/30/2008
SRV 080999270 - 3212665 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act & Section 264 of the DGCL, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Enron Net Works LLC and the names and jurisdictions of the business entities being merged into this surviving limited liability company are listed on Exhibit A attached hereto and incorporated herein for all purposes:

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities.

THIRD: The name of the surviving limited liability company is Enron Net Works LLC.

FOURTH: The Agreement of Merger is on file at 1331 Lamar Street, Suite 1600, Houston, Texas 77010, the place of business of the surviving limited liability company.

FIFTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member, partner or shareholder of the constituent business entities.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 30th day of September, 2008.

By: K. Wade Cline
K. Wade Cline
Authorized Person

EXHIBIT A

Name	Entity Type	Jurisdiction
EES Service Holdings, Inc.	Corporation	Delaware
EFS Holdings, LLC	Limited Liability Company	Delaware
Enron Communications Group, LLC	Limited Liability Company	Oregon
Enron Energy Services, LLC	Limited Liability Company	Delaware
Enron Engineering & Construction LLC	Limited Liability Company	Delaware
Enron Global Power & Pipelines L.L.C.	Limited Liability Company	Delaware
Enron Holding Company L.L.C.	Limited Liability Company	Delaware
Enron International Holdings Corp.	Corporation	Delaware
Enron North America LLC	Limited Liability Company	Delaware
Risk Management & Trading Corp.	Corporation	Delaware
Smith Street Land LLC	Limited Liability Company	Delaware
The New Energy Trading Company	Corporation	Delaware
ECT Strategic Value Corp.	Corporation	Delaware
EFS Corporate Services, Inc.	Corporation	Pennsylvania

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:07 PM 12/17/2009
FILED 05:07 PM 12/17/2009
SRV 091113340 - 4764440 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF**

**ENRON NET WORKS LLC
(a Delaware limited liability company)**

INTO

**ENRON DISSOLUTION CORP.
(a Delaware corporation)**

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Enron Dissolution Corp., a Delaware corporation ("EDC"), does hereby certify as follows:

FIRST: That it was organized pursuant to the provisions of the DGCL on the 15th day of December, 2009.

SECOND: The merger (the "Merger") of Enron Net Works LLC., a Delaware limited liability company ("Net Works"), with and into EDC shall be effective at 3:02 a.m. (Eastern Time) on December 18, 2009 (the "Merger Effective Time").

THIRD: The name of the surviving corporation is Enron Dissolution Corp., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Enron Net Works LLC., a Delaware limited liability company.

FOURTH: The Agreement and Plan of Merger, by and among Net Works and EDC (the "Merger Agreement"), has been approved, adopted, certified, executed, and acknowledged by the surviving corporation and the merging limited liability company.

FIFTH: At the Merger Effective Time, the name of the surviving corporation of the Merger shall remain Enron Dissolution Corp.

SIXTH: At the Merger Effective Time, the Certificate of Incorporation of the surviving corporation of the Merger shall be the Certificate of Incorporation of EDC.

SEVENTH: The Merger Agreement is on file at 1331 Lamar, Suite 1600, Houston, TX 77010-1221, the principal office of the surviving corporation.

EIGHTH: A copy of the Merger Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger
on this 17th day of December, 2009

ENRON DISSOLUTION CORP.

By: 

Name: John J. Ray, III

Title: President

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
ENRON DISSOLUTION CORP.**

December 16, 2009

WHEREAS, on December 2, 2001, Enron Creditors Recovery Corp., an Oregon corporation formerly known as Enron Corp. ("ECRC"), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code ("Chapter 11") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and is a Reorganized Debtor in the bankruptcy cases that have been procedurally consolidated for administrative purposes only under Case No. 01-16034, styled *In re Enron Corp., et al.* (the "Enron Case"), and under the Supplemental Modified Fifth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Court, dated January 9, 2004 (the "Plan");

WHEREAS, on December 4, 2001, Enron Net Works LLC, a Delaware limited liability company ("Net Works"), filed a voluntary petition for relief under Chapter 11 in the Bankruptcy Court and is a Reorganized Debtor under the Enron Case and the Plan;

WHEREAS, on July 15, 2004, the Bankruptcy Court issued the Order Confirming Supplemental Modified Fifth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, and Related Relief (the "Confirmation Order");

WHEREAS, pursuant to the Confirmation Order and Plan, ECRC and Net Works were authorized to take any and all actions deemed appropriate in order to consummate the transactions contemplated by the Plan, including, without limitation, to sell or otherwise dispose of all of their respective assets and wind-up their respective affairs;

WHEREAS, following the issuance of the Confirmation Order, ECRC and Net Works have been engaged in the process of selling or otherwise disposing of their respective assets and otherwise winding up their respective affairs;

WHEREAS, pursuant to the Confirmation Order and Plan, on or after the Confirmation Date (as defined in the Plan and which was July 15, 2004) but prior to the Effective Date (as defined in the Plan and which was November 17, 2004), the Common Equity Trust Agreement (as defined in the Plan) and the Preferred Equity Trust Agreement (as defined in the Plan and, together with the Common Equity Trust Agreement, the "Trust Agreements") were to be executed and all other steps necessary to establish the Common Equity Trust (as defined in the Plan) and the Preferred Equity Trust (as defined in the Plan) were to be taken;

WHEREAS, pursuant to the Plan, on the Effective Date, the Enron Common Equity Interests (as defined in the Plan) were deemed cancelled and of no further force and effect;

WHEREAS, pursuant to the Plan and the Common Equity Trust Agreement, on the Effective Date, the Exchanged Enron Common Stock (as defined in the Plan) was to be issued to the Common

Equity Trust in lieu of the Enron Common Equity Interests consisting of outstanding common stock that were cancelled;

WHEREAS, pursuant to the Plan, on the Effective Date, the Enron Preferred Equity Interests (as defined in the Plan) were deemed cancelled and of no further force and effect;

WHEREAS, pursuant to the Plan and the Preferred Equity Trust Agreement, on the Effective Date, the Exchanged Enron Preferred Stock (as defined in the Plan) was to be issued to the Preferred Equity Trust in lieu of the Enron Preferred Equity Interests that were deemed cancelled and of no further force and effect;

WHEREAS, pursuant to the Common Equity Trust Agreement, upon the issuance of the Exchanged Enron Common Stock, the Trustee (as defined in the Trust Agreements) obtained the rights, title and interest in the Exchanged Enron Common Stock and is authorized to, among other things, hold legal title to any and all rights of the holders of the Common Equity Trust Interests (as defined in the Plan) in or arising from the Trust Assets (as defined in the Common Equity Trust Agreement);

WHEREAS, pursuant to the Preferred Equity Trust Agreement, upon the issuance of the Exchanged Enron Preferred Stock, the Trustee obtained the rights, title and interest in the Exchanged Enron Preferred Stock and is authorized to, among other things, hold legal title to any and all rights of the holders of the Preferred Equity Trust Interests (as defined in the Plan) in or arising from the Trust Assets (as defined in the Preferred Equity Trust Agreement);

WHEREAS, pursuant to the Common Equity Trust Agreement, the Trustee is obligated to vote the shares of the Exchanged Enron Common Stock with regard to matters recommended by the Board of Directors of ECRC (the "ECRC Board") and no holder of Common Equity Trust Interests is entitled to exercise any voting rights associated with the Enron Exchanged Common Stock whatsoever, and all such rights are vested with the Trustee;

WHEREAS, pursuant to the Preferred Equity Trust Agreement, the Trustee is obligated to vote the shares of the Exchanged Enron Preferred Stock with regard to matters recommended by the ECRC Board and no holder of Preferred Equity Trust Interests is entitled to exercise any voting rights associated with the Enron Exchanged Preferred Stock whatsoever, and all such rights are vested with the Trustee;

WHEREAS, pursuant to the Common Equity Trust Agreement, the Trustee is obligated to continue to act as Trustee until its duties have been fully performed, including after the termination of the Common Equity Trust solely for purposes of liquidating and winding up the affairs of the Common Equity Trust;

WHEREAS, pursuant to the Preferred Equity Trust Agreement, the Trustee is obligated to continue to act as Trustee until its duties have been fully performed, including after the termination of the Preferred Equity Trust solely for purposes of liquidating and winding up the affairs of the Preferred Equity Trust; and

WHEREAS, as of the date hereof, BDHLR, LLC, a Delaware limited liability company, is the

Trustee of the Common Equity Trust and the Preferred Equity Trust.

Enron Dissolution Incorporation.

WHEREAS, Enron Dissolution Corp., a Delaware corporation ("Enron Dissolution") was incorporated on December 15, 2009;

WHEREAS, Enron Dissolution was incorporated for the following purposes to take place in the following sequential order: (i) issuing ten (10) shares of common stock, par value \$.01 per share, of Enron Dissolution (the "Enron Dissolution Common Stock") to ECRC, resulting in ECRC being the sole stockholder of Enron Dissolution; (ii) merging ECRC with and into Enron Dissolution with Enron Dissolution surviving such merger as the surviving corporation; (iii) merging Net Works with and into Enron Dissolution with Enron Dissolution surviving such merger as the surviving corporation; and (iv) dissolving Enron Dissolution; and

WHEREAS, in furtherance of the incorporation of Enron Dissolution, the Board of Directors of Enron Dissolution (the "ED Board") believes it to be in the best interest of Enron Dissolution to (i) adopt the bylaws of Enron Dissolution (the "Enron Dissolution Bylaws") substantially similar to the bylaws of ECRC; (ii) appoint certain officers of Enron Dissolution; and (iii) issue ten (10) shares of Enron Dissolution Common Stock to ECRC for total consideration of \$10.00 from ECRC, resulting in ECRC being the sole stockholder of Enron Dissolution.

Net Works Merger.

WHEREAS, pursuant to Section 264 of the DGCL and Section 209 of the Delaware Limited Liability Company Act (the "DLLCA"), a Delaware limited liability company may be merged with and into Delaware corporation;

WHEREAS, in furtherance of the winding up of Net Works pursuant to the Confirmation Order and the Plan, the ED Board believes it to be in the best interests of Net Works and Enron Dissolution to adopt the agreement and plan of merger substantially in the form attached hereto as Exhibit B (the "Net Works Merger Agreement") and to merge (the "Net Works Merger") Net Works with and into Enron Dissolution pursuant to the Merger Agreement in accordance with Section 264 of the DGCL and Section 209 of the DLLCA; and

WHEREAS, pursuant to the Net Works Merger, the ED Board believes it to be in the best interests of Net Works and Enron Dissolution that, as of the effective time of the Net Works Merger (the "Net Works Merger Effective Time"), which will be subsequent to the ECRC Merger Effective Time, all of the Net Works Interests, which are beneficially owned by Enron Dissolution, shall be cancelled and retired and cease to exist without further consideration.

Enron Dissolution Incorporation Approval.

NOW, THEREFORE, BE IT RESOLVED, that the actions of Maureen C. Easton, as the sole incorporator of Enron Dissolution taken by written consent on December 14, 2009 in lieu of an organizational meeting, and, without limiting the generality of the foregoing, the resolutions adopted

thereby are hereby approved and ratified by the ED Board with the same force and effect as if they had been approved by a majority of the ED Board at a duly convened meeting of the ED Board;

FURTHER RESOLVED, that the Enron Dissolution Bylaws are adopted as the Bylaws of Enron Dissolution;

FURTHER RESOLVED, that the following persons hereby are elected to the offices set forth opposite their names, to serve until his or her successor is elected in accordance with the Enron Dissolution Bylaws, or until he or she sooner dies, resigns or is removed:

John J. Ray, III

Chairman of the Board and President

Richard A. Lydecker, Jr.

Managing Director and Chief Financial and Accounting Officer

Kathryn E. Schultea

Assistant Secretary; Assistant Treasurer

FURTHER RESOLVED, that the shares of Enron Dissolution Common Stock and Enron Dissolution Preferred Stock may be uncertificated; and

FURTHER RESOLVED, that the ED Board hereby authorizes and approves the issuance of ten (10) shares of Enron Dissolution Common Stock, resulting in ECRC being the sole stockholder of Enron Dissolution.

Net Works Merger Approval.

FURTHER RESOLVED, that the ED Board hereby authorizes and approves the Net Works Merger and the transactions contemplated in any agreements, documents, and instruments to be entered into or delivered in connection with the Net Works Merger including, but not limited to, the Net Works Merger Agreement (such agreements, documents, and instruments, the "Net Works Merger Transaction Documents");

FURTHER RESOLVED, that, by virtue of the Net Works Merger Agreement and without any further action by the ED Board, Net Works or Enron Dissolution, as of the Net Works Merger Effective Time, all of the Net Works Interests, which are beneficially owned by Enron Dissolution, shall be cancelled and retired and cease to exist without further consideration; and

FURTHER RESOLVED, that the ED Board recommends the acceptance and approval by the Trustee on behalf of the shareholders of Enron Dissolution (as the successor of ECRC pursuant to the ECRC Merger) pursuant to and in accordance with the Trust Agreements, Plan and ECRC Merger Agreement, of the Net Works Merger and the transactions contemplated in any of the Net Works Merger Transaction Documents.

General Approvals.

FURTHER RESOLVED, that each of John J. Ray, III, in his capacity as Chairman of the Board

and President of Enron Dissolution, Richard A. Lydecker, Jr., in his capacity as Managing Director and Chief Financial and Accounting Officer of Enron Dissolution and Kathryn E. Schultea, in her capacity as Assistant Secretary and Assistant Treasurer of Enron Dissolution, and each such officer acting on behalf of Enron Dissolution as sole member of Net Works as of the ECRC Merger Effective Time (each a "Proper Officer"), is authorized, empowered, and directed to take any and all such further action to approve and effectuate the Transactions and to execute and deliver the Transaction Documents;

FURTHER RESOLVED, that the Proper Officers be, and each of them hereby is, authorized, empowered, and directed to take any and all such further action as may be required or appropriate, to approve and effectuate the Transactions, including without limitation, any filings with governmental authorities and arranging for the taking of all required action by Enron Dissolution or Net Works so that Enron Dissolution and Net Works and the Proper Officers are authorized and directed to proceed with the Transactions on the basis contemplated by the Transaction Documents;

FURTHER RESOLVED, that the Proper Officers be, and each of them hereby is, authorized to execute and deliver such other certificates, powers of attorney, affidavits, agreements, assignments, documents, and instruments as are required in connection with the Transactions and/or any of the Transaction Documents; and

FURTHER RESOLVED, that the Proper Officers be, and each of them hereby is, authorized, empowered, and directed (any one of them acting alone) to take any and all such further action to amend, execute, and deliver all such further instruments and documents, for and in the name and on behalf of any of Enron Dissolution or Net Works, and to pay all such expenses as in their discretion appear to be necessary, proper, or advisable to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

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Department of State: Division of Corporations

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Submitting a Request
How to Form a New
Business Entity
Certifications, Apostilles
& Authentication of
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Entity Details

File Number: 2240966 **Incorporation Date /** 09/12/1990
Formation Date: (mm/dd/yyyy)
Entity Name: ENRON NORTH AMERICA LLC
Entity Kind: LIMITED LIABILITY COMPANY (LLC) **Entity Type:** GENERAL
Residency: DOMESTIC **State:** DE
Status: MERGED **Status Date:** 09/30/2008

REGISTERED AGENT INFORMATION

Name: NATIONAL REGISTERED AGENTS, INC.
Address: 160 GREENTREE DR STE 101
City: DOVER **County:** KENT
State: DE **Postal Code:** 19904
Phone: (302)674-4089

Additional Information is available for a fee of \$20.00. This information will include current franchise tax assessment, current filing history and more..

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